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Efiled June 4, 2009.

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Proposed Counsel to the Official Committee

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

IN RE:

The Rhodes Companies, aka "Rhodes
Homes, *et al.*,"¹

Debtor,

CASE NO. BK-S-09-14814-LBR
(Jointly Administered)

Chapter 11

**VERIFIED PETITION FOR PERMISSION TO PRACTICE IN THIS CASE ONLY
BY ATTORNEY NOT ADMITTED TO THE BAR OF THIS COURT AND
DESIGNATION OF LOCAL COUNSEL**

¹ The debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing, LLC (Case No. 09-14820); Gung-ho Concrete, LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch GP (Case No. 09-14844); Rhodes Design & Dev. (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions, IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

David P. Billings, Petitioner, respectfully represents to the Court:

1. That Petitioner resides at Salt Lake City, Salt Lake County, Utah.

2. That Petitioner is an attorney at law and a member of the law firm of Parsons Behle & Latimer with offices at 201 South Main, Salt Lake City, UT 84111 and 50 W. Liberty Street, Suite 750, Reno, NV 89501; (801) 532-1234 and (775) 323-1601; dbillings@parsonsbehle.com.

3. That Petitioner has been retained personally or as a member of the law firm by The Official Committee of Unsecured Creditors of *In re the Rhodes Companies* et al, to provide legal representation in connection with the above-entitled case now pending before this Court.

4. That since October 2007, Petitioner has been and presently is a member in good standing of the bar of the highest Court of the State of Utah where Petitioner regularly practices law.

5. That Petitioner was admitted to practice before the following United States District Courts, United States Circuit Courts of Appeal, the Supreme Court of the United States and Courts of other States on the dates indicated for each, and that Petitioner is presently a member in good standing of the bars of said courts.

Court	Date Admitted	Bar Number
Utah	October 2007	11510
District of Utah	October 2007	n/a
District of Colorado	March 2009	

6. That there are or have been no disciplinary proceedings instituted against Petitioner, nor any suspension of any license, certificate or privilege to appear before any judicial, regulatory or administrative body, or any resignation or termination in order to avoid disciplinary or disbarment proceedings, except as described in detail below: NONE

7. Petitioner never been denied admission to the State Bar of Nevada? (If yes, give particulars of every denied admission): NO

8. That Petitioner is a member of good standing in the following Bar Associations:

Utah Bar Association

9. Petitioner or any member of Petitioner's firm (or office if firm has offices in more than one city) with which Petitioner is associated has/have filed application(s) to appear as counsel under Local Rule IA 10-2 during the past three (3) years in the following matters:

FEDERAL COURT

Date of Application	Cause	Title of Court Administrative Body or Arbitrator	Was Application Granted or Denied
March 13, 2006	<u>Alvin J. Watson v. Eaton Electrical, Inc.</u>	United States District Court, District of Nevada	Granted
June 30, 2006	<u>Estate of Mary L. Miles, by and through its Special Administrator (Robert E. Miles and Howard M. Miles), v. Estate of Helen S. McGain, et al.</u>	United States District Court, District of Nevada	Granted
October 19, 2007	<u>Elven Jennings, et al. v. Fay Ward, et al.</u>	United States District Court, District of Nevada	Granted
January 18, 2008	<u>Zappos.com, Inc. v. Global Patent Holdings, LLC</u>	United States District Court, District of Nevada	Granted
September 10, 2008	<u>Andrew Pullos, dba, Precision Engineering v. Alliance Laundry Systems, LLC.</u>	United States District Court, District of Nevada	Granted
November 4, 2008	<u>South Fork Band Council of Western Shoshone of Nevada, et al. v. United States Department of the Interior, et al.</u>	United States District Court, District of Nevada	Granted
November 7, 2008	<u>U.S. Securities and Exchange Commission v. Joseph Milanowski</u>	United States District Court, District of Nevada	Granted
January 20, 2009	<u>Truck Insurance Exchange v. Pecetti Ranch Estates, LLC</u>	United States District Court, District of Nevada	Granted

STATE COURT

Date of Application	Cause	Title of Court Administrative Body or Arbitrator	Was Application Granted or Denied
February 15, 2005	<u>Hudson Insurance Company v. Amerex Corp.</u>	District Court, Elko County, Nevada	Granted
February 11, 2005	<u>Albertsons, Inc. v. Sparks Center Associates</u>	District Court, Washoe County, Nevada	Granted
October 2005	<u>McNeff v. Merrill Lynch, Pierce, Fenner & Smith Inc., et al.</u>	District Court, Washoe County, Nevada	Granted
January 27, 2006	<u>Harold L. Hammons and Byrl Hammons v. A.W. Chesteron Co., et al.</u>	District Court, Clark County, Nevada	Granted
April 4, 2006	<u>Rainbow Expressway v. American Drug Stores</u>	District Court, Clark County, Nevada	Granted
June 20, 2006	<u>Chalma Dauer, Donala Bauer v. A.W. Chesteron Company</u>	District Court, Clark County, Nevada	Denied
May 31, 2007	<u>In Re: Receivership of Southwest Exchange, Inc. and Consolidated Litigation; Milan Selakovic, et al v Southwest Exchange Corporation, et al</u>	District Court, Clark County, Nevada	Granted
July 25, 2007	<u>SNMARK, LLC v. Home Depot, U.S.A., Inc.</u>	District Court, Clark County, Nevada	Granted

Date of Application	Cause	Title of Court Administrative Body or Arbitrator	Was Application Granted or Denied
September 18, 2007	<u>Thomas W. Mitchell v.</u> <u>Robert F. Freeman,</u> <u>George D. Jones</u>	District Court, Clark County, Nevada	Granted

(If necessary, please attach a statement of additional applications)

10. Petitioner consents to the jurisdiction of the courts and disciplinary boards of the State of Nevada with respect to the law of this state governing the conduct of attorneys to the same extent as a member of the State Bar of Nevada.

11. Petitioner agrees to comply with the standards of professional conduct required of the members of the bar of this court.

12. Petitioner has disclosed in writing to the client that the applicant is not admitted to practice in this jurisdiction and that the client has consented to such representation.

That Petitioner respectfully prays that Petitioner be admitted to practice before this Court
FOR THE PURPOSES OF THIS CASE ONLY.

[Signature]
Petitioner's Signature

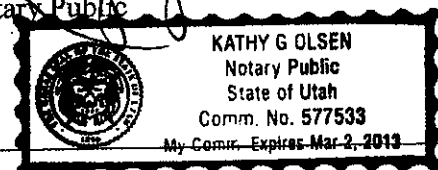
STATE OF UTAH)
COUNTY OF SALT LAKE)

David P. Billings, Petitioner, being first duly sworn, deposes and says: That the foregoing statements are true.

[Signature]
Petitioner

Subscribed and sworn to before me this 4th day of June, 2009.

[Signature]
Notary Public



**DESIGNATION OF RESIDENT ATTORNEY
ADMITTED TO THE BAR OF THIS COURT
AND CONSENT THERETO.**

Pursuant to the requirements of the Local Rules of Practice for this Court, the Petitioner believes it to be in the best interests of the client(s) to designate Rew R. Goodenow, Attorney at Law, member of the State of Nevada and previously admitted to practice before the above-entitled Court as associate residence counsel in this action. The address of said designated Nevada counsel is:

50 West Liberty Street, Ste 750, Reno, Nevada, 89501, (775) 323-1601.

By this designation the Petitioner and undersigned party agrees that this designation constitutes agreement and authorization for the designated resident admitted counsel to sign stipulations binding on all of us.

CONSENT OF DESIGNEE

The undersigned hereby consents to serve as associate resident Nevada counsel in this case.

 #6767 for

Rew R. Goodenow
Nevada Bar number: 3722

APPROVED:

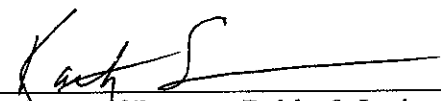
Dated: This ____ day of June, 2009.

UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of June, 2009, I caused to be filed and served through the Bankruptcy Court's ECF system, a true and correct copy of the foregoing VERIFIED PETITION FOR PERMISSION TO PRACTICE IN THIS CASE ONLY BY ATTORNEY NOT ADMITTED TO THE BAR OF THIS COURT AND DESIGNATION OF LOCAL COUNSEL, to:

<p>August B. Landis Assistant United States Trustee Office of the United States Trustee 300 Las Vegas Boulevard, South Suite 4300 Las Vegas NV 89101</p> <p>Attorneys for Acting United States Trustee, Sara L. Kistler</p>	<p>Zachariah Larson 810 South Casino Center Boulevard Suite 104 Las Vegas NV 89101</p>
<p>Nile Leatham Timothy P. Thomas Kolesar & Leatham Wells Fargo Financial Center 3320 W. Sahara Ave. Las Vegas, NV 89102 nleatham@klnevada.com</p> <p>Counsel for the First Lien Steering Committee</p>	<p>Edward M. McDonald Jr. Office of the United States Trustee 300 Las Vegas Boulevard, South Suite 4300 Las Vegas NV 89101 Email: edward.m.mcdonald@usdoj.gov</p> <p>Attorneys for Acting United States Trustee, Sara L. Kistler</p>
<p>Ira S. Dizengoff Philip C. Dublin Abid Qureshi Akin Gump Strauss Hauer & Field LLP One Bryant Park New York, NY 10025 jdizengoff@akingump.com pdublin@akingump.com aqureshi@akingump.com</p> <p>Counsel for the First Lien Steering Committee</p>	<p>Shirley Cho 10100 Santa Monica Boulevard 11th Floor Los Angeles CA 90067</p>


Employee of Parsons Behle & Latimer